SHORTER NOTICE IS HEREBY GIVEN THAT THE EXTRAORDINARY GENERAL MEETING OF THE MEMBERS OF EDEL INVESTMENTS LIMITED WILL BE HELD ON MONDAY, MARCH 20, 2023 AT 10.30 A.M AT THE CORPORATE OFFICE OF THE COMPANY AT EDELWEISS HOUSE, OFF C.S.T. ROAD, KALINA, MUMBAI - 400098

Re-classification of Authorised Share Capital

To consider and if thought Fit, to pass, with or without Modification, following Resolution as Special Resolution:

"**RESOLVED** that pursuant to the provisions of Sections 61, 13 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof for the time being in force) {the Act} read with the Rules as may be applicable and as amended from time to time ('the Rules') approval of the members of the Company be and is hereby accorded for re-classification of 65,00,000 (Sixty Five Lakhs) Preference Shares of the face value of Rs. 10/- each, forming part of the existing Authorised Share Capital of the Company into 65,00,000 (Sixty-Five Lakhs) Equity Shares of Rs. 10/- each and on such re-classification, the Authorised Share Capital of Rs. 42,50,00,000 (Forty-Two Crores and Fifty Lakhs) shall be 4,25,00,000 (Four Crores Twenty-Five Lakhs) Equity Shares of the face value of Rs. 10/- each (Rupees Ten only).

FURTHER RESOLVED that the existing Clause V of the Memorandum of Association of the Company be substituted with the following Clause as Clause V of the Memorandum of Association of the Company :-

V. The Authorised Share Capital of the Company is Rs. 42,50,00,000 (Forty-Two Crores Fifty Lakhs) divided into 4,25,00,000 (Four Crores Twenty-Five Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten only) with the power to increase or reduce the Share Capital for the time being into several classes, and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions as may be determined by or in accordance with the Companies Act, 2013 for the time being in force and regulations of the Company and to vary, modify or abrogate such rights.

FURTHER RESOLVED that the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things as it may, in their absolute discretion, deem necessary and with power on behalf of the Company, to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the members of the Company."

For and on behalf of the Board of Directors
of Edel Investments Limited

Sd/-
Bhargavi Halapeti
Company Secretary

Date: March 20, 2023
Place: Mumbai

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**

   A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

3. The physical copies of the documents required to be kept for inspection under Section 102 of the Companies Act, 2013 will also be available at the Company's registered office for inspection during business hours on every working day upto the date of the General Meeting.

4. Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 is attached herewith.

Statement pursuant to provisions of Section 102 of Companies Act, 2013

In order to augment the capital base and meet the long-term financial requirements of the Company, a proposal to issue 40,00,000 (Forty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten only) each per equity share for cash, on right basis, in one or more tranches, to the existing Shareholders of the Company.

At present, the Authorised Share Capital of the Company is Rs. 42,50,00,000/- (Rupees Forty-Two Crores Fifty Lakhs only) divided into 3,60,00,000 (Three Crores Sixty Lakhs) Equity Shares of Rs. 10/- each (Rupees Ten only) and 65,00,000 (Sixty Five Lakhs) Preference Shares of Rs. 10/- each (Rupees Ten only).

To issue the Equity Shares, the preference capital component of Authorised Share Capital is sought to be reclassified into Equity Shares and it is proposed that the existing Authorised Share Capital of the Company of 65,00,000 (Sixty Five Lakhs) Preference Shares of the face value of Rs. 10/- each, forming part of the existing Authorised Preference Share Capital of the Company convert into 65,00,000 (Sixty Five Lakhs) Equity Shares of the face value of Rs. 10/- each to forms a part of the Authorised Equity Share Capital of the Company.

On reclassification of Authorised Share Capital, it would be necessary to amend Clause V of the Memorandum of Association. The Resolution seeks approval of Members to reclassify the Share Capital.

As per the provisions of Sections 13 of the Companies Act, 2013, a Company can alter the Share Capital Clause of its Memorandum of Association and Articles of Association with the consent of Shareholders.

Accordingly, the Board recommends the resolution no. 1 set forth in the notice for approval by the shareholders as a special resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise in the aforesaid resolution.

EDEL INVESTMENTS LIMITED
Corporate Identity No. (CIN) - U65923TG2009PLC112586
Registered office: 2nd Floor, MB Towers, Plot No.5, Road No. 2, Banjara Hills, Hyderabad – 500034

ATTENDANCE SLIP
EXTRA - ORDINARY GENERAL MEETING HELD ON MONDAY, MARCH 20, 2023 AT 10.30 A.M.

Name of the Member(s):	
Registered Address:	
Email ID:	
Folio No. /Client ID No./DP Id No.	
No. of shares	

I/we certify that I/we am/are a Registered Member/Authorised Representative of Registered Member under Section 113 of the Companies Act, 2013 /Proxy for Registered Member of Edel Investments Limited.

I/we hereby record my/our presence at the Extra - Ordinary General Meeting of the Company to be held on Monday, March 20, 2023 AT 10.30 A.M. at the Corporate Office of the Company at Edelweiss House, Off. CST Road, Kalina, Mumbai 400 098, and at any adjournment thereof.

*Member's/ Authorised Representative's/ Proxy's
full name in block letters

Member's/Authorised Representative/Proxy's
Signature

Note: Please fill in this attendance slip and hand it over at the venue of the meeting.

* Please strike off whichever is not applicable

EDEL INVESTMENTS LIMITED **Corporate Identity No.** (CIN) - U65923TG2009PLC112586 **Registered Office:** 2nd Floor, MB Towers, Plot No. 5, Road No. 2, Banjara Hills, Hyderabad - 500 034, Tel No.: +91 40 4031 6900	**PROXY FORM** *[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the* Companies (Management and Administration) Rules, 2014*]*

Name of the Member(s):	
Registered Address:	
Email ID:	
Folio No. /Client ID No./DP Id No.	
No. of shares	

I/We, being the member (s) of ……………………………………… Shares of the above-named Company, hereby appoint:

1. Name	2. Name	3. Name
Address	Address	Address
E-mail Id	E-mail Id	E-mail Id
Signature ……………………………… ……., or failing him	Signature ……………………………… …….., or failing him	Signature ……………………………… ……..

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the

Extra Ordinary General Meeting will be held on Monday, March 20, 2023, at 10.30 a.m.at the Corporate Office at Edelweiss House Off. CST Road, Kalina, Mumbai – 400098 and at any adjournment thereof in respect of such resolutions as are indicated overleaf:

Sr. No.	Resolution	For	Against
Special Business			
1.	Re-classification of Authorised Share Capital		

Signed this………………… day of……………………. 2023.

Affix Revenue Stamp of Re. 0.15

Signature of Shareholder: _________________

Signature of Proxy holder(s): ____________________

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Route Map of the Venue of the

Meeting of the Equity Shareholders of Edel Investments Limited – March 20, 2023